

EXHIBIT 2

TOGUT, SEGAL & SEGAL LLP
 Bankruptcy Co-Counsel for Enron Corp., *et al.*
 Debtors and Debtors in Possession
 One Penn Plaza, Suite 3335
 New York, New York 10119
 (212) 594-5000
 Frank A. Oswald (FAO-1223)
 Scott E. Ratner (SER-0015)
 Howard P. Magaliff (HPM-2189)

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: :
ENRON CORP., <i>et al.</i> ,	: Case No. 01-16034 [AJG]
	: :
Debtors.	: Jointly Administered
	: :
-----X	
ENRON CORP.,	: Adv. Pro. No. 03-93370 [AJG]
	: :
Plaintiff,	: :
	: :
- against -	: :
	: :
INTERNATIONAL FINANCE CORP, <i>et al.</i> ,	: :
	: :
Defendants.	: :
	: :
-----X	

STIPULATION AND ORDER

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned counsel to Enron Corp. ("Enron") and Metropolitan West Capital Management, one of the defendants ("MWCM" or the "Defendant"), that:

1. The complaint in this action against the Defendant is dismissed, without prejudice, pursuant to Rule 41(a)(1)(i) of the Federal Rules of Civil Procedure, incorporated by Federal Rule of Bankruptcy Procedure 7041.

2. The running of any applicable statute of limitations, including, but not limited to, the limitations under sections 108 and 546(a) of the Bankruptcy Code, and all other time limitations or time-based defenses in respect of the claims and causes of action against the Defendant which Enron asserted in the adversary proceeding under or through various provisions of the Bankruptcy Code, and any applicable provisions of non-bankruptcy law (the "Claims"), is hereby tolled as of November 20, 2003, the date of filing of the complaint in this adversary proceeding.

3. The assertion of any Claims by any of the Debtors that may be timely asserted or commenced as of the date of this Stipulation shall not be barred by any statute of limitations or time-based defense while the provisions of this Stipulation and Order are in effect.

4. The tolling provisions of this Stipulation and Order shall only continue up to and including the earlier of (a) the date on which MWCM is re-joined as a defendant in this adversary proceeding, and (b) the date which is 90 days after this action has been dismissed, or judgment has been entered against, the last remaining defendant in this action.

5. The undersigned counsel for MWCM agrees to accept service of process on behalf of the Defendant for all purposes relating to this action.

6. This Stipulation may be executed in counterparts, which may be exchanged by facsimile.

[signatures on next page]

Dated: New York, New York
February 25, 2004

ENRON CORP.,
Debtor in Possession and Plaintiff,
By its Bankruptcy Co-Counsel,
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Frank A. Oswald
FRANK A. OSWALD (FAO-1223)
SCOTT E. RATNER (SER-0015)
Members of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: San Francisco, California
February 24, 2004

METROPOLITAN WEST CAPITAL
MANAGEMENT, Defendant,
By its Counsel,
PAUL, HASTINGS, JANOFISKY &
WALKER LLP
By:

/s/ Mark E. McKeen
Mark E. McKeen
55 Second Street, 24th Floor
San Francisco, California 94105-3441
(415) 856-7100

So Ordered on February 26, 2004
in New York, New York

s/Arthur J. Gonzalez
Arthur J. Gonzalez
United States Bankruptcy Judge